

814921

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

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02/06/03--01030--001 **52.50

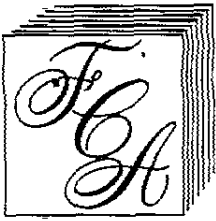
FILED

03 FEB -5 AM 11:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

name corrected on
data base for
Amend Filed 5/4/01
From Chase Life and Annuity
Company to Chase Life
Annuity company.
There was wrong
application &
amended 2/6/03

Amend.
Changing State
of Incorporation



FIRST CONSULTING
& Administration, Inc.

January 30, 2003

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Chase Life & Annuity Company
NAIC # 67164 FEIN # 31-0501247
Redomestication

Dear Sir or Madam:

Chase Life & Annuity Company redomesticated from Ohio to Delaware as of June 27, 2001. The redomestication was effective on August 1, 2001.

We have been retained by Chase Life & Annuity Company to file this change with your Department. A letter of authorization to First Consulting & Administration, Inc., authorizing us to act on behalf of this client is enclosed.

In addition to the executed Amendment Application, I am enclosing the following:

1. Two certified copies of Amendment to Certificate of Incorporation.
2. Check in the amount of \$52.50 for the required fee.

Please provide a certificate of compliance evidencing that the redomestication has been filed with your Department.

If you have any questions or need additional information, please call toll-free 1-800-927-2730, or send me an email at the address shown below.

A business-reply envelope is enclosed for your convenience in responding. Thank you in advance for your help in this matter.

Sincerely,

FIRST CONSULTING & ADMINISTRATION, INC.

Scott Sheffer, FLMI, CLU, AIRC
Associate Consultant
Writer's Extension: 2742
E-mail: scott.sheffer@firstconsulting.com



Arthur T. Guja
Senior Vice President &
Associate General Counsel
Legal Department

July 19, 2002

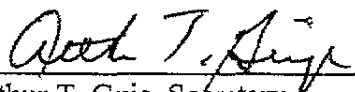
To: The Insurance Commissioner

AUTHORIZATION

This letter or a copy thereof, authorizes the consulting firm of First Consulting & Administration, Inc. of Kansas City, Missouri, to represent Chase Life & Annuity Company for purposes of communicating and filing information with the Insurance Department pertaining to the Company's redomestication from Ohio to Delaware.

This authorization shall be valid until revoked by us.

Chase Life & Annuity Company



Arthur T. Guja, Secretary

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

(Document number of corporation (if known))

1. Chase Life & Annuity Company
(Name of corporation as it appears on the records of the Department of State)
2. Delaware (formerly Ohio) 3. December 12, 1960
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? N/A
5. _____
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
Delaware
(New jurisdiction)

Arthur T. Guja
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Arthur T. Guja
(Typed or printed name)

1/28/03
(Date)

Secretary
(Title)

03 FEB -5 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

State of Delaware



841 SILVER LAKE BLVD.
DOVER, DELAWARE 19904-2465
(302) 739 - 4251
FACSIMILE (302) 739 - 5280

DONNA LEE H. WILLIAMS
INSURANCE COMMISSIONER

Department of Insurance

CERTIFIED CHARTER DOCUMENTS

I, DONNA LEE H. WILLIAMS, Insurance Commissioner of the State of Delaware, do hereby certify that the attached corporate charter documents of the

CHASE LIFE & ANNUITY COMPANY,

consisting of a Certificate of Domestication, Certificate of Incorporation and Restated Certificate of Incorporation, filed with the Delaware Secretary of State on August 1, 2001, are true and correct copies of the documents on file with this Department.

IN WITNESS WHEREOF, I HAVE HEREUNTO
SET MY HAND AND AFFIXED THE OFFICIAL
SEAL OF THIS DEPARTMENT AT THE CITY
OF DOVER, THIS 23RD DAY OF JANUARY,
2003.

Donna Lee H. Williams

DONNA LEE H. WILLIAMS
INSURANCE COMMISSIONER

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "CHASE LIFE & ANNUITY COMPANY" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF DOMESTICATION, FILED THE FIRST DAY OF AUGUST, A.D. 2001, AT 3 O'CLOCK P.M.

CERTIFICATE OF INCORPORATION, FILED THE FIRST DAY OF AUGUST, A.D. 2001, AT 3 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE FIRST DAY OF AUGUST, A.D. 2001, AT 3:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3423635 8100H

AUTHENTICATION: 1331359

010412849

DATE: 09-06-01

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:00 PM 08/01/2001
010383694 - 3423635

**CERTIFICATE OF DOMESTICATION
(CERTIFICATE OF REDOMESTICATION)**

OF

CHASE LIFE & ANNUITY COMPANY

WHEREAS, Chase Life & Annuity Company (the "Company") was originally incorporated in the State of Ohio on June 30, 1925, under the name Inland Casualty Company with a continuous date of incorporation of June 30, 1925, and has continued to actively conduct its business as an Ohio domiciled insurance corporation until the date of the filing of this certificate; and

WHEREAS, the Company now desires to transfer its corporate domicile and its principal place of business from the State of Ohio to the State of Delaware and to redomesticate in the State of Delaware as a Delaware domiciled insurance corporation pursuant to 18 Del. C. Sec. 4946; and

WHEREAS, the Insurance Departments of the States of Delaware and Ohio have reviewed this proposed transfer of domicile and have both issued orders approving the said redomestication of the Company from the State of Ohio to the State of Delaware; and

WHEREAS, it is necessary to formalize this redomestication by filing in Delaware and Certificate of Domestication and the attached copy of the Company's Certificate of Incorporation.

NOW, THEREFORE, Paul G. Petrylak, the President, and Arthur T. Guja, the Assistant Secretary, of the Company do hereby certify as follows:

1. Chase Life & Annuity Company was originally incorporated as a corporation in the State of Ohio on June 30, 1925, under the name Inland Casualty Company, with a continuous date of incorporation of June 30, 1925.

2. The current name of the Corporation is Chase Life & Annuity Company and this is the name set forth in its attached Certificate of Incorporation.

3. The Corporation's domicile and principal place of business has been the State of Ohio prior to filing this Certificate of Domestication, but will be located at 802 Delaware Avenue, 12th Floor, Wilmington, Delaware after the filing of this Certificate.

4. The Company shall be domesticated with the State of Delaware upon the filing of this Certificate and shall thereafter be subject to all the applicable provisions of Delaware law and the existence of the Corporation shall be deemed to have commenced on the date the Corporation is considered to have commenced its existence in the State of Ohio, which date is June 30, 1925.

5. The domestication for the Company to Delaware shall not be deemed to affect any obligations or liabilities of the Company incurred prior to this domestication.

[SIGNATURES FOLLOW ON NEXT PAGE]

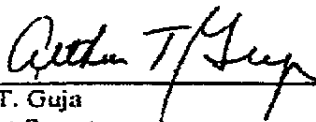
CHASE LIFE & ANNUITY COMPANY

By:



Paul G. Petrylak
President

Attested by:



Arthur T. Guja
Assistant Secretary

[CORPORATE SEAL]

Dated: July 31, 2001

FROM CHASE LEGAL DEPT

(MON) 9. 6 '01 16:15

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:00 PM 08/01/2001
010383696 - 3423635

2

**CERTIFICATE OF INCORPORATION
OF
CHASE LIFE & ANNUITY COMPANY**

Chase Life & Annuity Company (the "Corporation") was originally incorporated in the State of Ohio on June 30, 1925 under the name *Inland Casualty Company* and this Certificate of Incorporation, as amended by all of the various amendments filed in Ohio prior to the date of this Certificate, which certificate becomes the Corporation's Delaware Certificate of Incorporation upon the filing in Delaware of the Corporation's Certificate of Domestication to which it is an attachment.

ARTICLE I: The name of the corporation is Chase Life & Annuity Company.

ARTICLE II: The place in Ohio where the principal office of the corporation is located is the City of Columbus, Franklin County, Ohio.

ARTICLE III: The kind of business to be undertaken by, and the purposes of, the corporation are to make insurance upon the lives of individuals, and every type of insurance appertaining thereto or connected therewith, on the stock plan, to grant, purchase or dispose of annuities variable or otherwise, and to make insurance against accidents to persons, sickness or temporary or permanent physical disability, and the corporation shall have the power and authority to exercise any and all rights, powers and privileges, and shall be subject to all duties and obligations, now or hereafter granted to or imposed by the laws of the State of Ohio upon domestic legal reserve life insurance companies, and the corporation shall have the power and authority to engage in any act or activity that is not unlawful for domestic legal reserve life insurance companies under the laws of the State of Ohio.

ARTICLE IV: The authorized number of shares of the corporation shall be 100,000, all of which shall be common shares, each of which shall have a par value of \$80. The stated capital of the corporation is \$2,500,000.

ARTICLE V: The amount of paid-in capital of the corporation shall be not less than \$1,100,000 and the amount of contributed surplus of the corporation shall be not less than \$600,000.

ARTICLE VI: The corporate powers of the corporation shall be exercised by its board of directors, except where the laws of the State of Ohio or the articles or the regulations of the corporation require that certain corporate power be exercised by action of its stockholders, in which cases such corporate power shall be exercised by its stockholders.

ARTICLE VII:

(A) The number of directors of the corporation, which shall not be less than five (5) nor more than twenty-one (21), may be fixed or changed from time to time by a resolution adopted by the affirmative vote, whether cast in person or by proxy, of the holders of shares of the corporation entitling them to exercise not less than a majority of the voting power of the corporation, but no reduction in the number of directors shall of itself have the effect of shortening the term of any incumbent director; and until changed by action of the stockholders as aforesaid, the number of directors of the corporation shall be five (5).

(B) Directors shall be elected at the annual meeting of the stockholders of the corporation or at a special meeting called for that purpose. Each director shall hold office until the next annual meeting of stockholders of the corporation and until his successor is duly elected and shall qualify or until his earlier resignation, removal from office or death. The election of directors shall be by ballot whenever requested by the presiding officer of the meeting or by the holders of shares of the corporation entitling them to exercise not less than a majority of the voting power of the corporation, but unless such request is made the election shall be by voice vote.

(C) Directors need not be stockholders of the corporation. A majority of the directors shall be citizens of the State of Ohio.

(D) A director may be removed from office, with or without cause, only by the vote of the holders of not less than a majority of the voting power of the corporation. In case one or more vacancies in the board of directors shall exist, the remaining directors, though less than a majority of the whole authorized number of directors, may, by the vote of a majority of their number, fill any vacancy in the board of directors for the unexpired term.

ARTICLE VIII: The officers of the corporation may be elected by the directors at any meeting of the directors to serve at the pleasure of the directors and upon such other terms and conditions of employment as the directors may determine. Any two or more offices may be held by the same person.

ARTICLE IX: The address of the registered office of the Corporation in the State of Delaware is: Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801; in the County of New Castle. The name of the Corporation's registered agent at such registered office is The Corporation Trust Company.

FROM CHASE LEGAL DEPT

(MON) 8. 6' 01 16:15:ST. 16:14: NO. 4970007390 P 4

ARTICLE X: The name of the Delaware incorporator for this certificate of incorporation is Neil H. Wilcox, whose mailing address is One Chase Manhattan Plaza, 25th Floor, New York, New York 10081.

I, the undersigned, being the incorporator for the purpose of forming a corporation pursuant to the General Corporation Law of Delaware, and the acts amendatory thereof and supplemental thereto, do make and file this Certificate of Incorporation, hereby declaring and certifying that the facts stated herein are true and accordingly hereunto have set my hand and seal this 31st day of July, 2001.


Neil H. Wilcox

RESTATED CERTIFICATE OF INCORPORATION
OF
CHASE LIFE & ANNUITY COMPANY

Chase Life & Annuity Company, a corporation organized and existing under the laws of the State of Delaware as of the date of filing of this certificate, hereby certifies as follows:

1. The name of the Corporation is Chase Life & Annuity Company. The Corporation was originally incorporated in the State of Ohio under the name Inland Casualty Company. The Corporation's original Certificate of Incorporation was filed with the Ohio Secretary of State on June 30, 1925. A number of amendments have thereafter been made to the said Certificate of Incorporation, all of which were filed in Ohio.

2. Chase Life & Annuity Company has been domesticated from the State of Ohio to the State of Delaware effective as of the date of filing of this certificate, pursuant to Section 4946 of the Delaware Insurance Code (18 Del. C Sec. 4946) and all other applicable provisions of the Delaware and Ohio law and a Certificate of Incorporation incorporating all of the provisions of the prior Ohio Charter, as amended by all of the various amendments filed in Ohio, has today been filed as the Delaware Certificate of Incorporation of the Corporation to implement its domestication to Delaware. The Corporation now is filing this Restated Certificate of Incorporation to replace that Delaware Certificate of Incorporation to eliminate unnecessary provisions in that Certificate of Incorporation.

3. Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, this Restated Certificate of Incorporation restates and integrates and further amends

the provisions of the original Ohio Charter, as amended by all of the various amendments filed in Ohio and becomes the Certificate of Incorporation of this Corporation.

The text of the Restated Certificate of Incorporation as heretofore filed, amended or supplemented in Ohio is hereby restated and further amended and reads in its entirety as follows:

**CERTIFICATE OF INCORPORATION
OF
CHASE LIFE & ANNUITY COMPANY**

ARTICLE I - NAME

The name of the Corporation is Chase Life & Annuity Company.

ARTICLE II - DURATION

The period of duration of this Corporation is perpetual.

ARTICLE III - LOCATION

The address of the registered office of the Corporation in the State of Delaware is: Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801; in the County of New Castle. The name of the Corporation's registered agent at such registered office is The Corporation Trust Company.

ARTICLE IV - PURPOSES AND POWERS

(a) The general nature of the business to be transacted by the Corporation is to carry on a general insurance business, including ceding or assuming reinsurance, for the kinds of insurance identified in Title 18, Chapter 9, Delaware Code as now exists or may be amended, including but not limited to life insurance and annuities, and variable life insurance and variable

annuities, and to conduct such other business or perform such other acts as are necessary or incidental to conducting such insurance business.

(b) The Corporation shall also have all of the general and special powers granted by the State of Delaware and any other state or jurisdiction in which it may be authorized to do business.

The Corporation shall also have power to invest and reinvest its funds; to prosecute suits, actions, and other proceedings to protect its property, assets and rights; to lend upon, purchase, hold, guarantee, endorse, mortgage, encumber, pledge, hypothecate, sell, assign, transfer, convey, lease or otherwise dispose of, mortgage or deal in any personal property, real property or rights or interests in either, including the establishment of separate accounts and allocating thereto amounts to provide for life insurance or annuities payable in fixed or variable amounts or both; to secure, mortgage, pledge or borrow on any corporate assets or property other than trusts or fiduciary property; to compromise claims, to lend money, negotiate loans, buy and sell bonds, debentures, coupons and other securities not prohibited by law, to issue bonds and promissory notes either secured or unsecured; and to pay dividends to stockholders.

The Corporation shall also have power to indemnify the officers and directors during their term of office or thereafter for actions arising during their term of office, either directly or through the purchase of insurance, for expenditures as parties to suits by or in the right of the Corporation to the extent permitted by the Statutes of Delaware and as shall be provided in the By-Laws.

ARTICLE V - CAPITAL STOCK

The total number of shares which the Corporation shall have authority to issue is one hundred thousand (100,000) shares of Capital Stock, all of which shall be common shares, and

the par value of each share is eighty dollars (\$80.00) per share. The stated capital of the Corporation is \$2,500,000.00.

ARTICLE VI - DIRECTORS

In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall have the power to make, adopt, alter, amend and repeal from time to time the By-Laws of the Corporation subject to the right of the stockholders entitled to vote with respect thereto to alter, amend and repeal By-Laws made by the Board of Directors. The number of directors of the Corporation shall be provided for in the By-Laws, but shall never number less than three (3).

ARTICLE VII - DIRECTOR'S LIABILITY


A director of the Corporation shall not be personally liable to the Corporation or to its stockholders for monetary damages for breach of fiduciary duty as a director of the Corporation, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or to its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derives any improper personal benefit. If, after approval of this Article by the stockholders of the Corporation, the General Corporation Law of the State of Delaware is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended.

Any repeal or modification of this Article by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

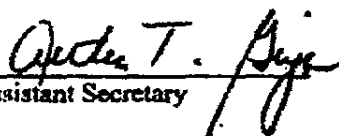
ARTICLE VIII - AMENDMENT

These Articles may be amended by written authorization of the holders of a majority of the voting power of the Corporation's outstanding capital stock or by affirmative vote of a majority voting at a lawful meeting of stockholders of which the notice given to stockholders included due notice of the proposal to amend.

IN WITNESS WHEREOF, we have executed this Restated Certificate of Incorporation this 31st day of July, 2001.


President

ATTEST:


Assistant Secretary